

Exhibit 2

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
Circuit City Stores Inc., et al.,) Case No. 08-35653
Debtors.) Jointly Administered
) Chapter 11
) Hon. Kevin R. Huennekens
))
))

DECLARATION OF LIBEAU J. BERTHELOT. III

I, Libeau J. Berthelot, III, do hereby declare under penalty of perjury that the following statements are true to the best of my knowledge information and belief.

1. I am a member of the Virginia State Bar, and a member of the bar of this Court. On July 15, 2011, I changed my status with the Virginia State Bar from being an “Active Member” to being an “Associate Member.” In 2009, I was employed as an associate in the firm of Young, Goldman & Van Beek, P.C., now known as Goldman & Van Beek, P.C. Our firm was engaged to serve as counsel to Sacco of Maine, LLC (“Sacco”), TSA Stores, Inc. (“TSA”) and WEC 96D Niles Investment Trust (“Niles”) in connection with the voluntary petition for relief under Chapter 11 of the Bankruptcy Code in this Court filed on November 10, 2008 by Debtor Circuit City Stores Inc. and its affiliated entities (collectively, the “Debtor”).

2. The Proof of Claim for lease rejection damages pertaining to the property subject to the commercial lease between Debtor and Sacco for Location #3740 in Bangor, Maine (the “Sacco Lease”) was filed by Sacco on April 21, 2009 (Claim Number 12315, the “Sacco Claim”).

3. Prior to the filing of the Sacco Claim, I had communicated regularly with counsel for the Debtor, Folarin Dosunmu, about matters relating to the Sacco Lease.

4. On February 13, 2009, on behalf of TSA and Sacco, I attended the hearing (the “Hearing”) on “Debtors’ Motion for Orders under Bankruptcy Code Sections 105, 363, and 365 (i) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases, (ii) Setting Sale Hearing Dates and (iii) Authorizing and Approving (A) Sale of Certain Unexpired Nonresidential Real Property Leases Free and Clear of All Interests, (B) Assumption and Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures” (Docket Number 1946). This Hearing was listed in the “Amended Notice of Agenda of Matters Scheduled for Hearing on February 13, 2009 at 10:00 A.M. (Eastern)” as Item 30. A copy of this Agenda (Docket Number 2139) is attached as Exhibit B-1 to this Declaration. Paragraph 6 of the Motion provided in pertinent part:

6. By this Motion, the Debtors seek approval for the sale (the “Sale”) of unexpired leases of non-residential real property **for all of the Debtors’ remaining retail store and distribution center, and other non-corporate locations**, as identified on Exhibit 2 and Exhibit 3 attached to the Bidding and Rejection Procedures Order (the “Leases.”)

6. The Sacco Lease was subject to this Motion, as it was among the “unexpired leases of non-residential real property for all of the Debtors’ remaining retail store and distribution center, and other non-corporate office locations...” as of the date of the filing of the Motion, and was identified in Exhibit 2 to the Bidding and Rejection Procedures Order as a “February Lease” submitted as part of Docket Number 1989, attached as Exhibit B-2 to this Declaration.

7. Prior to the Hearing, counsel for the Debtor, Gregg M. Galardi, Esq. and his associates from Skadden, Arps, Slate, Meagher & Flom LLP, including Ian Fredericks, Esq., (collectively “Mr. Galardi” or “Debtor’s Counsel”), met with counsel for the landlords subject to the Motion. At that meeting, I informed Debtor’s Counsel that I was appearing for the landlords

with respect to both the TSA and the Sacco Leases. To resolve matters raised by the Motion, Debtor's Counsel and counsel for the landlords reached an agreement. The meeting concluded with all parties agreeing to establish what was referred to at the meeting as a "simplified" bar date of April 30, 2009 for rejection damages as to all of the leases subject to the Motion. The "simplified" designation of the bar date arose from the parties' desire to have a singular bar date upon which to file a claim for all unexpired leases of non-residential real property yet to be rejected, as it was contemplated that there would be multiple rejection dates for the leases, but all were contemplated to be assumed or rejected prior to March 31, 2009. After limited discussion, April 30, 2009, was collectively agreed to as the date going forward upon which a proof of claim must be filed; i.e. the "simplified" bar date would apply to all landlords subject to the Motion regardless of the date on which a lease was later rejected.

8. During the Hearing, Mr. Galardi represented to the Court that he had reached an agreement with counsel for the landlords that a bar date of April 30, 2009, would apply to the filing of claims for rejection damages "for landlords subject to this Motion." Attached as Exhibit B-3 is a transcript of the proceedings on February 13, 2009 pertaining to the Motion. This agreement appears on page 10, line 20, through page 11, line 8.

9. Attached as Exhibit B-4 is a copy of my notes taken during the Hearing that reflect the discussion with Debtor's Counsel prior to the Hearing that the bar date of April 30, 2009 had been agreed upon by the parties for the proofs of claim for rejection damages as to all unexpired leases of non-residential real property subject to the Motion. Based on: (i) the fact that the Sacco Lease was subject to the Motion and identified in Exhibit 2 to the Bidding And Rejection Procedures order, and (ii) the agreement as reflected in my notes, and as read into the record by Mr. Galardi, that the bar date for filing claims for rejection damages for landlords

subject to the Motion was established as April 30, 2009, I left the hearing on February 13, 2009 comfortable with the knowledge that April 30, 2009 was established as the applicable bar date for filing a claim for rejection damages as to the Sacco Lease.

10. As of the time of the hearing at which the simplified bar date was established and agreed to by the parties, Debtor's Counsel had not communicated to me or filed papers indentifying the Sacco Lease as one that was to be rejected.

11. Attached as Exhibit B-5 is a copy of my project status report dated March 11, 2009, reflecting that the proof of claim for rejection damages for Niles had already been filed, and that the proofs of claim for rejection damages for the Sacco Lease and the TSA leases were due April 30, 2009. Information in my project status report pertaining to matters other than the Circuit City Bankruptcy has been redacted.

12. On April 21, 2009, our firm filed the Sacco Claim, knowing that such claim was being timely filed before the applicable bar date of April 30, 2009 pursuant to the agreement read into the record on February 13, 2009.

13. From the time of the filing of the Sacco Claim until I left my employment with Young, Goldman & Van Beek, P.C. in June of 2009, the Debtor never informed me of any objection to the Sacco Claim on any basis, nor suggested to me that there was any basis for an objection. This is true despite the fact that I had been in communication about the Sacco Lease with counsel for Debtor. I first became aware that an issue had arisen about the timeliness of the Sacco Claim following the filing of the Twenty-Eighth Omnibus Objection to Landlord Claims ("Twenty-Eighth Objection") (Docket No. 11445) in November, 2011.

December 26, 2011



Léonard J. Berthelot, III

Exhibit B-1

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Counsel to the Debtors and Debtors
in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653
et al., :
:
Debtors. : Jointly Administered
- - - - - X

**AMENDED NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON
FEBRUARY 13, 2009 AT 10:00 A.M. (EASTERN)**

Set forth below are the matters previously scheduled to be heard before the Honorable Kevin Huennekens, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Eastern District of Virginia, U.S. Courthouse, 701 East Broad Street, Room 5000, Richmond, VA 23219-1888, on February 13, 2009 beginning at 10:00 a.m. Eastern.

I. RESOLVED MATTERS

1. Application of Official Committee of Unsecured Creditors of Circuit City Stores, Inc. for Order Under 11 U.S.C. Sections 1103 and 327 and Fed. R. Bankr. P. 2014 and 5002, Authorizing and Approving Retention and Employment, Nunc Pro Tunc, of Protiviti, Inc. as Financial Advisor (Docket No. 1194)

Related Documents:

- a. Notice of Motion and Hearing (Docket No. 1196)
- b. Order Authorizing and Approving the Employment of Protiviti, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Retroactive to November 18, 2008 (Docket No. 1668)
- c. Supplemental Verified Statement of Guy A. Davis (Docket No. 1812)
- d. Corrected Order Authorizing the Employment of Protiviti, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Retroactive to November 18, 2008 (Docket No. 1907)

Objection

Deadline: January 9, 2009 at 4:00 p.m.

Objections/
Responses

Filed: Informal Response of the Debtors

Status: This matter has been resolved.

2. Application of Official Committee of Unsecured Creditors of Circuit City Stores, Inc. for an Order Pursuant to Sections 328 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Retention and Employment of Jefferies & Company, Inc. as Financial Advisors to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 18, 2008 (Docket No. 1195)

Related Documents:

- a. Notice of Motion and Hearing (Docket No. 1196)
- b. Agreed Order Pursuant to Sections 328 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Retention and Employment of Jefferies & Company, Inc. as Financial Advisors to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 18, 2008 (Docket No. 1682)

Objection

Deadline: January 9, 2009 at 4:00 p.m.

Objections/

Responses

Filed: Informal Response of the Debtors

Status: The Committee will submit a second order.
This matter has been resolved.

3. Hagan Properties, Inc.'s Motion to Compel Debtor to Immediately Pay Administrative Rent Pursuant to 11 U.S.C. Section 365(d)(3) and 503(b) and for Related Relief; and Memorandum in Support (Docket No. 1602)

Objection

Deadline: February 6, 2009 at 4:00 p.m.

Objections/

Responses

Filed: Informal Response of the Debtors

Status: No hearing is necessary. The parties have resolved this matter.

4. Motion of Ricmac Equities Corporation to Compel Payment of Postpetition Real Estate Taxes and Memorandum of Law in Support Thereof (Docket No. 1913)

Related

Documents:

- a. Notice of Motion and Hearing (Docket No. 1914)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/

Responses

Filed: Informal Response of the Debtors

Status: No hearing is necessary. The parties have resolved this matter.

II. CONTINUED/ADJOURNED MATTERS

5. Circuit City Stores, Inc.'s Motion to Dismiss Complaint (Docket No. 7) (In re Greystone Data Systems, Inc. v. Circuit City Stores, Inc., Adversary No. 08-3150 (KRH))

Related Documents:

a. Complaint for Declaratory Judgment, Imposition of Constructive Trust, and Turnover of Funds Held in Trust (Docket No. 1)

Objection

Deadline: February 23, 2009 at 4:00 p.m.

Objections/
Responses

Filed: None at the time of filing this agenda.

Status: This matter has been adjourned until March 3, 2009 at 10:00 a.m.

6. Motion for Order Under 11 U.S.C. Sections 105, 362 and 541 and Fed. R. Bankr. P. 3001 and 3002 Establishing Notice, Hearing, and Sell-Down Procedures for Trading in Equity Securities and Claims Against the Debtors' Estates (Docket No. 20)

Related
Documents:

a. Interim Order Under 11 U.S.C. 105, 362 And 541 And Fed. R. Bankr. P. 3001 And 3002 Establishing Notice, Hearing, And Sell-Down Procedures For Trading In Equity Securities And Claims Against The Debtors Estates And Setting Hearing (Docket No. 135)

Objection

Deadline: November 22, 2008 at 4:00 p.m.

Objections/

Responses

Filed:

- a. Informal Response of the Securities Exchange Commission
- b. Informal Response of the Official Committee of Unsecured Creditors

Status: This matter has been adjourned until March 3, 2009 at 10:00 a.m.

7. Navarre Distribution Services, Inc.'s Motion for an Order Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363 (Docket No. 958)

Related

Documents:

- a. Notice of Motion and Hearing (Docket No. 959)

Objection

Deadline: December 18, 2008 at 4:00 p.m., extended for the Debtors until December 19, 2008 at 1:00 p.m.

Objections/

Responses

Filed:

- a. Debtors' Objection To Navarre Distribution Services, Inc.'s Motion For Adequate Protection And Response To Limited Objection Of Navarre To Debtors' DIP Motion (Docket No. 1126)

Status: This matter has been adjourned until March 30, 2009 at 10:00 a.m.

8. Motion of TomTom, Inc. for an Order Under Sections 105, 362, and 363 Modifying the Automatic Stay to Permit the Exercise of Setoff and/or Recoupment Rights Against the Debtors, and Notice of Motion (Docket No. 1052)

Related

Documents:

- a. Amended Notice of Motion and Hearing (Docket No. 1244)

- b. Reply to the Debtor's Objection to the Motion for an Order Under Sections 105, 362, and 363 Modifying the Automatic Stay to Permit the Exercise of Setoff and/or Recoupment Rights Against the Debtors (Docket No. 1529)

Objection

Deadline: January 12, 2009 at 4:00 p.m.

Objections/

Responses

Filed:

- a. Debtors' Objection To Tomtom, Inc.'s Motion For An Order Under Sections 105, 362 And 363 Modifying The Automatic Stay To Permit The Exercise Of Setoff And/Or Recoupment Rights Against The Debtors (Docket No. 1475)

Status: This matter has been adjourned until March 3, 2009 at 10:00 a.m.

- 9. Motion by Engineered Structures, Inc. to Terminate Automatic Stay and Rule 4001(a)-1 Notice (Docket No. 1070)

Related

Documents:

- a. Corrected Order (Docket No. 1877)
- b. Order (Docket No. 1895)

Objection

Deadline: January 9, 2009 at 4:00 p.m.

Objections/

Responses

Filed:

- a. Debtors' Objection to Engineered Structures, Inc. Motion to Terminate Automatic Stay (Docket No. 1448)
- b. Reply Brief by Engineered Structures, Inc. in Support of Motion to Terminate Automatic Stay and Rule 4001.2 Notice (Docket No. 1536)

Status: This matter has been adjourned until March 20, 2009 at 10:00 a.m.

10. Motion of Motorola Inc. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. Section 503(b) (9) (Docket No. 1128)

Related Documents:

- a. Notice of Motion and Hearing (Docket No. 1135)
- b. Amended Notice of Motion and Hearing (Docket No. 1242)
- c. Exhibits to Motion of Motorola Inc. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. Section 503(b) (9) (Docket Nos. 1288, 1289, 1290, 1291, 1292, 1293)

Objection

Deadline: February 6, 2009 at 4:00 p.m., extended for the Debtors until February 24, 2009 at 4:00 p.m.

Objections/
Responses

Filed: None at the time of filing this agenda.

Status: This matter has been adjourned until March 3, 2009 at 10:00 a.m.

11. Motion of General Instrument Corporation Doing Business as the Home & Networks Mobility Business of Motorola Inc. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. Section 503(b) (9) (Docket No. 1134)

Related
Documents:

- a. Notice of Motion and Hearing (Docket No. 1136)
- b. Amended Notice of Motion and Hearing (Docket No. 1243)
- c. Notice of Filing Exhibit to Motion (Docket Nos. 1281, 1282, 1283, 1284, 1285, 1286, 1287)

Objection
Deadline: February 6, 2009 at 4:00 p.m., extended for the Debtors until February 24, 2009 at 4:00 p.m.

Objections/
Responses
Filed: None at the time of filing this agenda.

Status: This matter has been adjourned until March 3, 2009 at 10:00 a.m.

12. Debtors' Motion for Order Approving Stipulation by and among the Debtors and International Business Machines Corporation Pursuant to Bankruptcy Code Sections 105 and 363 and Bankruptcy Rule 9019 (Docket No. 1419)

Related
Documents:

- a. Notice of Motion and Hearing (Docket No. 1420)
- b. Motion for an Order Setting an Expedited Hearing (Docket No. 1421)
- c. Order Setting an Expedited Hearing (Docket No. 1709)

Objection
Deadline: January 16, 2009 at 10:00 a.m.

Objections/
Responses
Filed: Informal Response of the Official Committee of Unsecured Creditors

Status: This matter has been adjourned until March 3, 2009 at 10:00 a.m.

13. Motion of Plumchoice, Inc. for Relief from the Automatic Stay Pursuant to 11 U.S.C. 362(d)(1) to Permit Termination of Dispatch Agreement and Request for Related Relief Including Approval of Shortened Notice Period (Docket No. 1498)

Objection

Deadline: January 27, 2009 at 4:00 p.m., extended for the Debtors until February 11, 2009 at 7:00 p.m.

Objections/

Responses

Filed:

- a. Debtors' Objection to Motion of Plumchoice, Inc. for Relief from the Automatic Stay Pursuant to 11 U.S.C. 362(d) (1) to Permit Termination of Dispatch Agreement and Request for Related Relief Including Approval of Shortened Notice Period (Docket No. 2069)

Status: This matter has been adjourned until February 25, 2009 at 2:00 p.m.

14. Motion by Chase Bank USA, National Association to Compel Rejection of Consumer Credit Card Program Agreement Pursuant to 11 U.S.C. § 365(d) (2) and to Obtain Limited Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) (Docket No. 1687)

Related

Documents:

- a. Motion for Expedited Hearing (Docket No. 1688)
- b. Order Granting Expedited Hearing and Shortened Notice Period (Docket No. 1742)

Objection

Deadline: January 27, 2009 at 5:00 p.m.

Objections/

Responses

Filed:

- a. Debtors' Preliminary Objection to Chase Bank USA, National Association's Motion to Compel Rejection of Consumer Credit Card Program Agreement Pursuant to 11 U.S.C. § 365(d) (2) and to Obtain Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) (Docket No. 1818)

Status: This matter has been adjourned to a date and time to be agreed upon by the parties and the Court.

15. Motion of AOL LLC for Payment of Administrative Expense Claim (Docket No. 1760)

Related Documents:

- a. Notice of Motion and Hearing (Docket No. 1761)
- b. Corrected Notice of Motion and Hearing (Docket No. 1776)

Objection Deadline: February 6, 2009 at 4:00 p.m., extend for the Debtors until February 23, 2009 at 4:00 p.m.

Objections/
Responses

Filed: None at the time of filing this agenda.

Status: This matter has been adjourned until February 25, 2009 at 2:00 p.m.

16. Corrected Motion of Platform-A for Payment of Administrative Expense Claim (Docket No. 1763)

Related Documents:

- a. Notice of Motion and Hearing (Docket No. 1757)
- b. Corrected Notice of Motion and Hearing (Docket No. 1777)

Objection Deadline: February 6, 2009 at 4:00 p.m., extend for the Debtors until February 23, 2009 at 4:00 p.m.

Objections/
Responses

Filed: None at the time of filing this agenda.

Status: This matter has been adjourned until February 25, 2009 at 2:00 p.m.

17. Motion of Federal Warranty Services Corporation, Sureway, Inc., American Bankers Insurance Company of Florida, and United Service Protection, Inc. To Compel Assumption Or Rejection Of Agreements Between The Assurant Companies And Circuit City Stores, Inc., Or In The Alternative Motion For Relief From Stay To Terminate Agreements, And Memorandum In Support (Docket Nos. 1794 and 1813)

Related
Documents:

a. Notice of Motion and Hearing (Docket Nos. 1796 and 1816)

Objection
Deadline: February 11, 2009 at 4:00 p.m. extended for the Debtors until February 20, 2009 at 4:00 p.m.

Objections/
Responses
Filed: None at the time of filing this agenda.
Status: This matter has been adjourned until March 3, 2009 at 10:00 a.m.

18. Motion of Plumchoice, Inc. for Order Directing Debtors to Pay Administrative Expenses Pursuant to 11 U.S.C. Sections 503(b) and 507(a) and Request for Related Relief (Docket No. 1832)

Related
Documents:

a. Notice of Motion and Hearing (Docket No. 1833)
b. Affidavit of Daniel Baker in Support of Motion of Plumchoice, Inc. for Order Directing Debtors to Pay Administrative Expenses Pursuant to 11 U.S.C. Sections 503(b) and 507(a) and Request for Related Relief (Docket No. 1942)

Objection
Deadline: February 11, 2009 at 7:00 p.m.

Objections/

Responses

Filed:

a. Debtors' Preliminary Objection to Motion of Plumchoice, Inc. for Order Directing Debtors to Pay Administrative Expenses Pursuant to 11 U.S.C. Sections 503(b) and 507(a) and Request for Related Relief (Docket No. 2068)

Status: This matter has been adjourned until February 25, 2009 at 2:00 p.m.

19. Motion of D.L. Peterson Trust as Assignee of PHH Vehicle Management Services, LLC to Compel Rejection of Lease Agreements and for Relief from the Automatic Stay (Docket Nos. 1956 and 1969)

Related

Documents:

a. Motion for Expedited Hearing and to Shorten Objection Deadline (Docket No. 1957)
b. Order Granting Motion to Expedite (Docket No. 2024)

Objection

Deadline: February 11, 2009 at 5:00 p.m., extended for the Debtors until February 16, 2009 at 4:00 p.m.

Objections/

Responses

Filed: None at the time of filing this agenda.

Status: This matter has been adjourned until February 17, 2009 at 10:00 a.m.

III. UNCONTESTED MATTERS GOING FORWARD

20. Debtors' Motion for Orders Pursuant to Bankruptcy Code Sections 105, 363 and 364 (I) (A) Approving Procedures in Connection with Sale of All or Substantially All of the Business or Additional Post-petition Financing for the Business, (B) Authorizing Debtors to Enter into Stalking Horse or Financing Agreements in Connection with Going Concern Transactions or Stalking Horse Agreements in Connection with Store Closing and Miscellaneous Asset Sales, (C) Approving the Payment of Termination Fees in

Connection Therewith, and (D) Setting Auction and Hearing Dates, (II) Approving Sale of Debtors' Assets Free and Clear of All Interests, and (III) Granting Related Relief (Docket No. 1423)

Related Documents:

- a. Amended Order (1) Approving Sale Of Aircraft Free And Clear Of All Liens, Claims, Interests And Encumbrances; And (2) Granting Related Relief (Docket No. 1740)

Objection

Deadline: January 16, 2009 at 4:00 p.m.

Objections/

Responses

Filed:

- a. Limited Objection of Henrico County, Virginia to Debtors' Motion for Orders Approving Sale of Debtors' Assets Free and Clear of All Interests and Related Relief (Docket No. 1572)

Status:

The limited objection has been resolved by separate stipulation. The Debtors will be presenting a further amended order to approve an amendment to the underlying aircraft purchase agreement.

- 21. Debtors' Motion for Order Pursuant to Bankruptcy Code Section 105 and Bankruptcy Rule 9019 Approving Agreement between Debtors and Verizon Corporate Services Group, Inc. (Docket No. 1452)

Related

Documents:

- a. Notice of Motion and Hearing (Docket No. 1453)

Objection

Deadline: January 22, 2009 at 4:00 p.m.

Objections/

Responses

Filed: None at the time of filing this agenda.

Status: This matter is going forward.

22. Debtors' Motion for an Order Under 11 U.S.C. Section 105(a) and Fed. R. Bankr. P. 9006(b) Extending the Time Period Within Which the Debtors May Remove Actions Pursuant to 11 U.S.C. Section 1452 and Fed. R. Bankr. P. 9027 (Docket No. 1926)

Related Documents:

- a. Notice of Motion and Hearing (Docket No. 1927)
- b. Bridge Order Granting Debtors' Motion (Docket No. 2022)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/
Responses
Filed:

- a. Objection by Phillip S. Allen to Debtors' Motion (Docket No. 2113)

Status: This matter is going forward.

23. Debtors' Motion for Orders Pursuant to Bankruptcy Code Sections 105 and 363 and Bankruptcy Rule 6004(I) Approving Procedures in Connection with Sale of Excluded Defective Inventory, (II) Approving Sale of Such Inventory Free and Clear of all Interests and (III) Granting Related Relief (Docket No. 1944)

Related Documents:

- a. Notice of Motion and Hearing (Docket No. 1945)

Objection
Deadline: February 11, 2009 at 4:00 p.m.

Objections/
Responses
Filed: None at the time of filing this agenda.

Status: This matter is going forward.

24. Debtors' Motion for Order Shortening Notice Period and

Limiting Notice of Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105 and 363 (A) Authorizing Debtors to Enter into Agreement in Connection with Sale of Aircraft, Subject to Higher or Otherwise Better Bids, (B) Approving Sale of Aircraft Free and Clear of all Interests, and (C) Granting Related Relief (Docket No. 1950)

Related Documents:

a. Notice of Motion and Hearing (Docket No. 1951)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/
Responses

Filed: None at the time of filing this agenda.

Status: This matter is going forward.

25. Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105 and 363 (A) Authorizing Debtors to Enter into Agreement in Connection with Sale of Aircraft, Subject to Higher or Otherwise Better Bids, (B) Approving Sale of Aircraft Free and Clear of all Interests, and (C) Granting Related Relief (Docket No. 1948)

Related Documents:

a. Notice of Motion and Hearing (Docket No. 1949)

b. Debtors' Motion for Order Shortening Notice Period and Limiting Notice (Docket No. 1950)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/
Responses

Filed: None at the time of filing this agenda.

Status: The Debtors have received competing bids and held an auction on February 12, 2009. This matter is going forward.

IV. CONTESTED MATTERS

26. Notice of Wayne VF, LLC and Vornado Realty Trust of Hearing and Motion for Relief from Automatic Stay, (Docket No. 1710)

Related Documents:

a. Amended Notice of Hearing (Docket No. 1747)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/

Responses

Filed:

a. Debtors' Response and Objection to Wayne VF, LLC and Vornado Realty Trust's Motion for Relief from Automatic Stay with Supporting Memorandum of Law, (Docket No. 2070)

Status: This matter is going forward as a preliminary hearing.

27. Creditor Satchidananda Mim's Motion for Relief from the Automatic Stay and Notice of Hearing (Docket No. 1822)

Related Documents:

a. Amended Notice of Motion and Hearing (Docket No. 1867)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/

Responses

Filed:

a. Debtors' Response And Objection To Satchidananda Mim's Motion For Relief From Automatic Stay To Complete Pending California State Litigation (Docket No. 1986)

b. Creditor Satchidananda Mim's Reply Memorandum of Points and Authorities in Further Support of Motion for Relief From Stay (Docket No. 2043)

Status: This matter is going forward as a preliminary hearing.

28. Amended Motion of Lexar Media, Inc. for Relief from the Automatic Stay to Permit Termination of Consignment Agreement and for Entry of an Order Directing Debtors to Reject Consignment Agreement (Docket No. 1874)

Related

Documents:

a. Emergency Motion of Lexar Media, Inc. for Relief from the Automatic Stay to Permit Termination of Consignment Agreement and for Entry of an Order Directing Debtors to Reject Consignment Agreement, (Docket No. 1788)

b. Motion for Expedited Hearing on Emergency Motion (Docket No. 1790)

c. Notice of Amended Motion and Hearing (Docket No. 1875)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/
Responses
Filed:

a. Debtors' Objection to Amended Motion of Lexar Media, Inc. for Relief from the Automatic Stay to Permit Termination of Consignment Agreement and for Entry of an Order Directing Debtors to Reject Consignment Agreement (Docket No. 2066)

Status: This matter is going forward.

29. Debtors' Motion for Order Under 11 U.S.C. Sections 105 and 363 Approving Procedures to Sell Certain Miscellaneous Assets Free and Clear of All Interests without Further Order of Court (Docket No. 1922)

Related

Documents:

a. Notice of Motion and Hearing (Docket No. 1924)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/

Responses

Filed:

a. Limited Objection Of Plumchoice, Inc. To Debtors' Motion For Order Under 11 U.S.C. §§ 105 And 363 Approving Procedures To Sell Certain Miscellaneous Assets Free And Clear Of All Interests Without Further Order Of Court (Docket No. 2050)

b. Objection of Citrus Park CC, LLC, to Debtors' Motion for Order Under 11 U.S.C. Sections 105 and 363 Approving Procedures to Sell Certain Miscellaneous Assets Free and Clear of All Interests without Further Order of Court (Docket No. 2056)

Status: This matter is going forward.

30.

Debtors' Motion for Orders Under Bankruptcy Code Sections 105, 363, and 365 (I) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates and (III) Authorizing and Approving (A) Sale of Certain Unexpired Nonresidential Real Property Leases Free and Clear of All Interests, (B) Assumption and Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (Docket No. 1946)

Related

Documents:

a. Notice of Motion and Hearing (Docket No. 1947)
b. Notice of Filing of Exhibits 2 and 3 to Proposed Form of Order (Docket No. 1989)
c. Revised Exhibit 3 to Proposed Form of Order (Docket No. 2003)

Objection

Deadline: February 11, 2009 at 4:00 p.m.

Objections/

Responses

Filed:

a. Limited Objection of Carousel Center Company, L.P., Sangertown Square, L.L.C., Crossgates Commons NewCo, LLC and Fingerlakes Crossing, LLC to Debtors' Motion (Docket No. 2038)

Status: This objection is going forward.

b. Limited Objection Of Ronus Meyerland Plaza, L.P. And Johnson City Crossing, L.P. To Debtors' Motion (Docket No. 2044)

Status: This objection is going forward.

c. Objection of Inland Southwest Management LLC, Inland American Retail Management LLC, Inland US Management LLC, Inland Pacific Property Services LLC, Inland Commercial Property Management, Inc., And Inland Continental Property Management Corp. To Debtors' Motion (Docket No. 2048)

Status: This objection is going forward.

d. Joint Objection by Certain Landlords to Debtors' Motion Docket No. (Docket No. 2049)

Status: This objection is going forward.

e. Joinder of Congressional North Associates Limited Partnership to Limited Objection to Debtors' Motion Docket No. (Docket No. 2051)

Status: This objection is going forward.

f. Limited Objection of Cardinal Court, LLC, Colonial Heights Holdings, LLC, and DEV Limited Partnership (the "Objecting Landlords") to Debtors' Motion (Docket No. 2052)

Status: This objection is going forward.

g. 502-12 86th Street, LLC, Cottonwood Corners - Phase V, LLC and Woodlawn Trustees, Incorporated's

Joinder to Limited Objection to the Debtors' Motion
(Docket No. 2053)

Status: This objection is going forward.

h. Limited Objection of Ray Mucci's Inc., Route 146 Millbury, LLC, Interstate Augusta Properties, LLC, E & A Northeast Limited Partnership, and NPP Development to Debtors' Motion (Docket No. 2054)

Status: This objection is going forward.

i. TSA Stores, Inc.'s Objection to Debtors' Motion (Docket No. 2055)

Status: This objection is going forward.

j. Limited Objection of T.J. Maxx of CA, LLC to Debtors' Motion (Docket No. 2058)

Status: This objection is going forward.

k. Joinder of Annapolis Plaza LLC to Limited Objection to Debtors' Motion (Docket No. 2061)

Status: This objection is going forward.

l. Limited Objection of Schottenstein Property Group, Inc. to Debtors' Motion (Docket No. 2062)

Status: This objection is going forward.

m. Objection of Ricmac Equities Corporation to Motion of Debtors for Orders Approving Bidding and Auction Procedures, Setting Sale Hearing Dates, and Approving Sale of Certain Leases, Assumption and Assignment of Certain Leases, and Lease Rejection Procedures (Docket No. 2065)

Status: This objection is going forward.

n. Objection of CC-Investors 1995-6 et al to Debtors' Motion (Docket No. 2073)

Status: This objection is going forward.

o. Limited Objection of Archon Group, L. P. to Debtors' Motion (Docket No. 2078)

Status: This objection is going forward.

p. Objection of Bear Valley Road Partners, LLC, Laguna Gateway Phase 2, LP< Manteca Stadium Park, L.O., OTR-Clairemont Square and Sweetwater Associates, L.P. to Debtors' Motion(Docket No. 2080)

Status: This objection is going forward.

q. Objection of Developers Diversified Realty Corporation, General Growth Properties, Inc., Weingarten Realty Investors, Bassler-Kaufman, Inc., Philips International Holding Corp., Jones Lang LaSalle Americas, Inc., Continental Properties Company, Inc., and Benderson Development Company, LLC to Debtors' Motion (Docket No. 2084)

Status: This objection is going forward.

General Status: This matter is going forward.

Dated: February 13, 2009 SKADDEN, ARPS, SLATE, MEAGHER &
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Exhibit B-2

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Counsel to the Debtors and
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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:) Chapter 11
)
CIRCUIT CITY STORES, INC.,) Case No. 08-35653-KRH
et al.,)
) Jointly Administered
Debtors.)
)

**NOTICE OF FILING OF EXHIBITS 2 AND 3 TO THE
ORDER UNDER BANKRUPTCY CODE SECTIONS 105, 363, AND 365 (I)
APPROVING BIDDING AND AUCTION PROCEDURES FOR SALE OF UNEXPIRED
NONRESIDENTIAL REAL PROPERTY LEASES,
(II) SETTING SALE HEARING DATES AND (III) AUTHORIZING AND
APPROVING (A) SALE OF CERTAIN UNEXPIRED NONRESIDENTIAL REAL
PROPERTY LEASES FREE AND CLEAR OF ALL INTERESTS, (B)
ASSUMPTION AND ASSIGNMENT OF CERTAIN UNEXPIRED NONRESIDENTIAL
REAL PROPERTY LEASES AND (C) LEASE REJECTION PROCEDURES**

PLEASE TAKE NOTICE that on February 6, 2009, the above-captioned debtors and debtors-in-possession (the "Debtors") filed Exhibits 2 and 3, attached hereto, to the Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures for Sale of Unexpired

Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates and (III) Authorizing and Approving (A) Sale of Certain Unexpired Nonresidential Real Property Leases Free and Clear of All Interests, (B) Assumption and Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures.

Dated: February 6, 2009 SKADDEN, ARPS, SLATE, MEAGHER &
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Exhibit 2: February Leases

Store #	Location Name	Landlord Name
34	Dallas Service	Dematteo Management Inc.
45	Philadelphia Service & Home Delivery	Little Britain Holding, Llc
325	Boston Home Delivery	Gre Grove Street One, Llc
335	Mid-Atlantic Distribution, Landover Home Delivery	Cc Brandywine Investors 1998, Llc
353	Industry Distribution	680 S. Lemon Avenue Company Llc
379	Walnut Distribution, Service & Home Delivery	Catellus Development Corporation
754	Kearny Home Delivery	Amb Property, L.P.
755	Marion Distribution, Ecommerce	Ccdc Marion Portfolio, L.P.
775	Orlando Distribution, Tampa Home Delivery	Cole Cc Groveland Fl, Llc
843	Rivergate Superstore	The Village At Rivergate Lp
1603	Longview Micro-Superstore	Campbell Properties L.P.
1610	Waco Mini-Superstore	Cc Investors 1995-2
1624	College Station Superstore	Inland Western College Station Gateway II, Lp
1627	Florence Mini-Superstore	Bpp-Sc Llc
1638	Cheyenne Micro-Superstore	Millman 2000 Charitable Trust
3189	Dayton 2 Superstore	Macy'S Central
3196	Dayton 3 Superstore	Shoppes Of Beavercreek, Llc
3202	Gainesville Mini-Superstore	Circuit Investors #2 Ltd.
3226	Cool Springs Superstore	Thoroughbred Village Gp
3229	Midland Mini-Superstore	Cc Investors 1995-5
3230	High Point Superstore	Cc - Investors 1996-12
3244	Rocky Mount Micro-Superstore	Cobb Corners II, L. P.
3252	Kingsport Micro-Superstore	Cc Kingsport 98, Llc
3260	Tulsa North Micro-Superstore	Southroads, Llc
3276	Clarksville Micro-Superstore	Craig-Clarksville Tennessee, Llc
3428	San Luis Obispo Superstore	Irish Hills Plaza West II Llc
3508	CroSuperstoreroads Superstore	Inland American Oklahoma City Penn, Llc
3510	Tulsa South Superstore	Trc Associates, Llc
3515	Bellevue Superstore	Cci Trust 1994-I; Lloyd Draper - Trustee
3521	Jackson Superstore	Cc Ridgeland 98 L.L.C.
3564	Quail Springs Superstore	Memorial Square 1031, Llc
3606	Lakeside Superstore	Bond-Circuit X Delaware Business Trust
3607	Roseville Superstore	Cc Roseville, Llc
3608	Novi Superstore	Ramco West Oaks I Llc
3611	Taylor Superstore	Cc Investors 1996-14
3613	Westland Superstore	Wmi/Mpi Business Trust
3621	Evansville Superstore	Evansville Developers Llc, G.B.
3630	Saginaw Superstore	Somerville Saginaw Limited Partnership
3631	Flint Superstore	Daniel G. Kamin Flint, Llc
3635	Lansing West Superstore	Covington Lansing Acquisition Llc
3705	Spring Meadows Mini-Superstore	Suemar Realty, Inc
3733	Steubenville Micro-Superstore	Landman, Deborah, Eli Landman, Zoltan Schwartz & Anna Schwar
3734	Franklin Park Superstore	Suemar Realty, Inc.
3740	Bangor Mini-Superstore	Sacco Of Maine, Llc
3748	Yuma Las Palimillas Superstore	Wcc Properties Llc
3750	St. Clairsville Micro-Superstore	Th St. Clairsville Parcel C.C. Development, L.L.C.
3774	Decatur Mini-Superstore	Decatur Plaza I, Llc
3776	Brighton Superstore	Brighton Commercial, Llc
3830	Glynn Isles Superstore	Cap Brunswick, Llc
3851	Madison Heights Superstore	Mds Realty II, Llc
3863	Troy Hills Shopping Center	Federal Realty Investment Trust
3865	Fingerlakes Crossing "The City" Superstore	Fingerlakes Crossing, Llc
4246	Baton Rouge Superstore	Ggp Mall Of Louisiana, Lp
4309	Alexandria Mall Superstore	Alexandria Main Mall Llc
9039	Ccs Office (Westmoreland Telecenter)	Brandywine Grande C, Lp
9101	Circuit City Corporate Headquarters (Dr1)	Lexington Corporate Properties, Inc.

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
230	Almaden Plaza Superstore	Almaden Plaza Shopping Center, Inc.
232	San Mateo Superstore	Concar Enterprises, Inc.
233	Sunnyvale Superstore	Eel McKee Llc
234	Hayward Superstore	Hayward 880, Llc
237	Santa Rosa Superstore	Santa Rosa Town Center Llc
239	Modesto Superstore	Macerich Vintage Faire, L.P.
240	Emeryville Superstore	Regency Centers, L.P.
241	Stockton Superstore	Weberstown Mall Llc
242	Van Ness Superstore	Van Ness Post Center Llc
247	Covington Distribution Center	Fr/Cal Gouldsboro Property Holding L.P.
250	Elk Grove Superstore	Pappas Gateway Lp
251	Citrus Heights Superstore	Greenback Associates
252	Arden Way Superstore	Arho Limited Partnership
253	Daly City Superstore	Daly City Partners I Lp
255	Bethlehem Distribution	Cc - Investors 1995-6
270	Las Vegas Superstore	Boulevard Associates
271	Firecreek Crossing Superstore	Firecreek Crossing Of Reno Llc
272	Las Vegas Ii Superstore	Becker Trust, Llc
401	Hollywood Superstore	Cim/Birch St., Inc.
403	Santa Monica Superstore	1251 Fourth Street Investors, Llc
404	Torrance Superstore	Crown Cc 1, Llc
405	Buena Park Superstore	Coventry Ii Ddr Buena Park Place Lp
406	Pasadena Superstore	Knp Investments
407	Orange Superstore	Schiffman, Todd I.
408	Lakewood Superstore	Macerich Lakewood, Llc
409	San Bernardino Superstore	Rancon Realty Fund Iv Subsidiary Llc
410	Northridge Superstore	U.K. - American Properties, Inc.
411	Palmdale Superstore	Amargosa Palmdale Investments, Llc
414	Laguna Hills Superstore	Krupp Equity Limited Partnership
416	Huntington Beach Superstore	Bella Terra Associates Llc
417	Montclair Superstore	Montclair Plaza Llc
419	Woodland Hills Superstore	Pacific/Youngman-Woodland Hills
420	West Covina Superstore	Eastland Shopping Center, Llc
421	Van Nuys Superstore	13630 Victory Boulevard Llc
423	Fresno Superstore	Hallaian Brothers
424	Bakersfield Superstore	Excel Realty Partners, L.P.
425	Montebello Plaza Superstore	Excel Realty Partners, L.P.
427	Norwalk Superstore	W&D - Imperial No. 1/Norwalk
428	La Cienega Superstore	La Cienega-Sawyer, Ltd.
429	Ventura Superstore	Centro Watt Property Owner I, Llc
432	National City Superstore	Sweetwater Associates Limited Partnership
433	La Mesa Superstore	Nevada Investment Holdings, Inc.
434	Point Loma Superstore	Ct Retail Properties Finance V Llc
443	Clairemont Superstore	Clairemont Square
446	Palos Verdes Superstore	Torrance Towne Center Associates, Llc
450	Victorville Superstore	Bear Valley Road Partners Llc & Mlantz Llc
506	St. Peters Superstore	National Retail Properties, Lp
508	Irving Superstore	Simon Property Group (Texas), L.P.
509	Valley View Superstore	Wxiii/Pwm Real Estate Limited Partnership
516	Highland Superstore	Kb Columbus I-Cc
518	Pembroke Pines Superstore	Prudential Insurance Company Of America, The
519	Atlantic City Superstore	Bfw/Pike Associates, Llc
522	Two Notch Superstore	Gri-Eqy (Sparkleberry Square) Llc
532	Chesterfield Commons Superstore	Thf Chesterfield Two Development, Llc
533	St. Louis Mills Mall Superstore	St Louis Mills, Lp
535	Gravois Bluff Superstore	Gravois Bluffs Iii, Llc
538	Almeda Superstore	Almeda-Rowlett Retail Lp
541	West Oaks Superstore	Dev Limited Partnership
542	Willowbrook Superstore	Abrams Willowbrook Three Lp
543	Plano Superstore	Parker Central Plaza, Ltd.
544	South Arlington Superstore	Parks At Arlington Lp
545	Hulen Superstore	Wri Overton Plaza, Lp
546	Mesquite Superstore	Cole Cc Mesquite Tx, Llc
567	Ardmore Distribution, Ecommerce (706)	Ardmore Development Authority
569	Cedar Hill Superstore	Inland Western Cedar Hill Pleasant Run Lp
570	Savannah Superstore	Abercorn Common, Llp

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
571	Brandon Superstore	Bard, Ervin & Suzanne Bard
576	Reading Superstore	Berkshire West
589	Hickory Superstore	Valley Corners Shopping Center Llc
593	Chesapeake Superstore	Inland American Chesapeake Crossroads Llc
597	Great Hills Superstore	Spg Arbor Walk, L.P.
598	Sunset Valley Superstore	Ritz Motel Company
700	Cottman Superstore	Cc Philadelphia 98, L.L.C.
704	Waldorf Superstore	Madison Waldorf Llc
711	King Of Prussia Superstore	Swedesford Shopping Center Acquisition, Llc
725	State Road Superstore	Blank Aschkenasy Properties, Llc
734	Cherry Hill Superstore	East Gate Center V, Tenants In Common
743	Willow Grove Mini-Superstore	Parkside Realty Associates, L.P.
759	Barboursville Mini-Superstore	Huntington Mall Company
762	Charleston Mini-Superstore	Thf Onc Development L.L.C.
766	Daytona Superstore	International Speedway Square, Ltd
784	Wheaton Superstore	Wheaton Plaza Regional Shopping Center
785	Annapolis Superstore	William P. Beatson, Jr. And Jerome B. Trout, Jr.
800	Augusta Superstore	Kir Augusta I 044, Llc
802	Springfield Superstore	Ddr Southeast Loisdale, Llc
805	Chesterfield Superstore	Sea Properties I, L.L.C.
814	Potomac Mills Superstore	Potomac Festival II
815	Knoxville Superstore	Ddrt C&C L.L.C.
820	Greensboro Superstore	Ddr-Sau Wendover Phase II, Llc
823	Spartanburg Superstore	Westgate Village, Llc
824	Largo Superstore	Capital Centre, Llc
827	Hoover Superstore	Aig Baker Hoover, L.L.C.
828	Tampa Superstore	Ddrtc Walks At Highwood Preserve I Llc
830	Winston-Salem Superstore	Drexel Delaware Trust
831	Gastonia Superstore	National Retail Properties, Inc.
832	Pensacola Superstore	Hk New Plan Epr Property Holdings Llc.
835	Roanoke Superstore	Valley View S.C., Llc
836	Glen Burnie Superstore	Saul Holdings, L.P.
837	Orlando South Superstore	Ddm Skyview Plaza Llc
838	Orlando Central Superstore	Weingarten Nostat, Inc.
839	Orlando North Superstore	Altamonte Springs Real Estate Associates, Llc
840	Raleigh Superstore	Glenmoor Limited Partnership
845	Independence Superstore	Ddrtc Sycamore Commons Llc
846	Gaithersburg Superstore	Federal Realty Investment Trust
848	North Ft. Lauderdale Superstore	19Th Street Investors, Inc.
849	Dadeland Superstore	Kendall-77, Ltd.
850	Durham Superstore	Durham Westgate Plaza Investors, Llc.
851	Chattanooga Superstore	Bond-Circuit VIII Delaware Business Trust
852	Fayetteville Superstore	Fayetteville Developers Llc
854	Baltimore 40 West Superstore	Estate Of Joseph Y. Einbinder
855	Huntsville Superstore	Np Huntsville Limited Liab Co
856	Mobile Superstore	3725 Airport Boulevard, Lp
857	Dale Mabry Superstore	Vno Tru Dale Mabry, Llc
859	Aventura Superstore	Promventure L.P.
861	Hialeah Superstore	Palm Springs Mile Associates, Ltd.
862	West Palm Beach Super Superstore	Bond-Circuit IV Delaware Business Trust
863	Coral Springs Superstore	Kite Coral Springs, Llc
865	Greenville Superstore	Crosspointe 08 A Llc
866	Rockville Superstore	Congressional North Associates Limited Partnership
867	Lakeland Superstore	Rlv Village Plaza Lp
868	Charleston Superstore	Kimco Realty Corporation
871	The Commons Superstore	New Plan Of Memphis Commons, Llc
876	St. Petersburg Superstore	Northwoods L.P.
877	St. Matthews Superstore	Shelbyville Road Plaza Llc
888	South Boulevard Superstore	Dim Vastgoed, N.V.
890	Baileys Crossroads Superstore	Rreef America Reit Ii Corp. Mm
891	Clearwater Superstore	Chk, Llc
892	Jacksonville Superstore	Mibarev Development I Llc
896	Columbia Mini-Superstore	Ddrtc Columbian Station I Llc
897	Bradenton Superstore	Ddr Southeast Cortez, L.L.C.
910	Tri-County Superstore	Jubilee-Springdale, Llc
913	Port Richey Superstore	Kir Piers 716 Llc

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
921	Asheville Superstore	Ddr Mdt Asheville River Hills
922	Ft. Myers Superstore	Jaffe Of Weston Ii Inc.
949	Allentown Superstore	Dowel-Allentown, Llc
1600	Harrisonburg Superstore	Thf Harrisonburg Crossings, Llc
1601	Fredericksburg Superstore	Central Park 1226, Llc
1602	Tyler Micro-Superstore	M & M Berman Enterprises
1607	Jacksonville Mini-Superstore	Cc Investors 1995-1
1608	Wilmington Mini-Superstore	Cc - Investors 1996-3
1609	Winchester Superstore	Trout, Segall, Doyle Winchester Properties, Llc
1614	Redding Mini-Superstore	Bpp-Redding Llc
1616	Anderson Mini-Superstore	Bond-Circuit Ii Delaware Business Trust
1618	Monterey Mini-Superstore	Bond-Circuit Xi Delaware Business Trust
1645	Salisbury Micro-Superstore	Centro Heritage Innes Street Llc
1681	Albany Mini-Superstore	Sherwood Properties, Llc
1683	Altoona Micro-Superstore	Sierra North Associates Limited Partnership
1687	Houma Superstore	Inland Western Houma Magnolia, Llc
1693	State College Superstore	Colonnade, Llc
1695	Victor Mini-Superstore	Msf Eastgate-I, Llc
3100	West Broad "The City" Superstore	Circuit Investors #3, L.P.
3103	Oxford Valley Superstore	Lincoln Plaza Associates, L.P.
3104	Lawrenceville Superstore	Farmingdale-Grocery, Llc
3106	Southpark Superstore	Colonial Heights Holding, Llc
3108	Portland Mini-Superstore	Basile Limited Liability Company
3111	Schaumburg Superstore	Developers Diversified Realty Corp.
3112	Yorktown Superstore	Circuit Investors - Yorktown, L.P.
3113	Ford City Superstore	Bedford Park Properties, L.L.C.
3120	North Riverside Superstore	Cermak Plaza Associates, Llc
3121	Naperville Superstore	Centro Watt
3125	Bloomingdale Superstore	Simon Prop. Grp (II) Lp
3126	Orland Hills Superstore	Orland Town Center Shopping Center
3127	Gurnee Mills Superstore	Mall At Gurnee Mills, Llc
3128	Merrillville Superstore	Cc Merrillville Trust
3129	Algonquin Superstore	Inland Commercial Property Management, Inc.
3131	Lincoln Park Superstore	American National Bank & Trust Company Of Chicago
3133	Burnsville Superstore	Tanurb Burnsville, Lp
3134	Rosedale Superstore	Tsa Stores, Inc.
3135	Woodbury Mini-Superstore	Tamarack Village Shopping Center, L.P.
3136	Southdale Superstore	Djd Partners Ii
3137	Maplewood Superstore	Cci Trust 1994-I; Lloyd Draper - Trustee
3139	Ridgedale Superstore	Priscilla J. Rietz, L.L.C.
3140	St. Cloud Superstore	St. Cloud Associates
3141	Newington Superstore	Daniel G. Kamin, An Individual And Howard Kadish, Llc
3142	Buckland Hills Superstore	Bpp-Conn Llc
3143	Milford/Orange Superstore	Milford Crossing Investors Llc
3144	North Haven Superstore	Iannucci Development Corporation
3146	East Springfield Superstore	Basser - Kaufman 222, Llc
3147	Binghamton Superstore	Parkway Plaza Llc
3149	Utica Micro-Superstore	Sangertown Square L.L.C.
3150	Carousel Center Superstore	Carousel Center Company, L.P.
3151	Cheektowaga Superstore	Ddr Mdt Union Consumer Square, Llc
3152	Amherst Superstore	Amherst Industries, Inc.
3153	Hamburg Micro-Superstore	C.C. Hamburg Ny Partners, Llc
3154	Greece Superstore	Greece Ridge, Llc
3157	Christiana Superstore	Preit Services, Llc
3158	Wilmington/Concord Superstore	Woodland Trustees, Inc.
3159	Holyoke Superstore	Holyoke Crossing Limited Partnership Ii
3160	Albany Superstore	Necrossgates Commons Newco, Llc
3164	Salisbury Mini-Superstore	Mayfair - Mdcc Business Trust
3166	Bel Air Superstore	Bel Air Square Llc
3167	Peoria/Westlake Superstore	Westlake Limited Partnership
3168	Bloomington Mini-Superstore	Bond C. C. V Delaware Business Trust
3169	Springfield II Superstore	Magna Trust Company, Trustee
3170	Champaign Superstore	Bond C.C. Iii Delaware Business Trust
3175	Brookfield Superstore	Continental 64 Fund Llc
3176	Southridge Superstore	Dentici Family Limited Partnership
3177	Racine Superstore	Southland Center Investors, Llc

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
3184	Madison West Superstore	Cc Madison, Llc
3185	Madison East Superstore	Cardinal Court, Llc
3186	South Bend Superstore	St Indian Ridge Llc
3187	Canton Superstore	Hk New Plan Exchange Property Owner Ll, Lp
3192	Greenwood Mini-Superstore	Greenwood Point Lp
3193	Castleton Superstore	American National Insurance Company
3194	Columbus In Superstore	Inland Western Columbus Clifty, Llc
3197	Poughkeepsie Superstore	Bpp-Ny L.L.C.
3198	Rockford Superstore	Bond C.C. Ll Delaware Business Trust
3200	Columbus Superstore	Avr Cpc Associates, Llc
3203	Sarasota Superstore	Circuit Investors #2 Ltd.
3204	Ft. Walton Mini-Superstore	Hk New Plan Covered Sun, Llc
3205	Naples Superstore	Community Centers One Llc
3206	Lafayette Superstore	Cc Lafayette, Llc
3207	West Dade Superstore	Wal-Mart Stores East, L.P.
3212	Abilene Mini-Superstore	Novogroder/Abilene, Llc
3215	Wichita West Superstore	Bldg Retail 2007 Llc & Netarc Llc
3217	Springfield Mo Superstore	Wec 96D Springfield-1 Investment Trust
3218	Gateway Mall Superstore	Wea Gateway Llc
3219	Columbia Superstore	Columbia Plaza Shopping Center Venture
3227	Cary Mini-Superstore	Ddr Southeast Cary L.L.C.
3233	San Felipe Superstore (Galleria)	610 & San Felipe, Inc.
3234	Ocala Mini-Superstore	Awe-Ocala, Ltd.
3237	Boynton Beach Superstore	Agree Limited Partnership
3238	Shreveport Superstore	Hart Kings Crossing, Llc
3241	Jensen Beach Mini-Superstore	Riv Vista Plaza Lp
3242	Greenville Mini-Superstore	Centro Heritage Uc Greenville Llc
3246	Myrtle Beach Superstore	Myrtle Beach Farms Company, Inc.
3247	Johnson City Crossing Mini-Superstore	Johnson City Crossing (Delaware)Llc
3249	Sawgrass Super Superstore	Sunrise Plantation Properties Llc
3253	Woodlands Superstore	Amreit, Texas Real Estate Investment Trust
3254	Sugar Land Superstore	Inland Western Sugar Land Colony Lp
3255	Slidell Micro-Superstore	Hv Covington, Llc
3262	Wichita Falls Micro-Superstore	Cc Wichita Falls 98 Trust
3263	Round Rock Superstore	La Frontera Village, L.P.
3264	Frisco Superstore	Teachers Insurance & Annuity Assoc.Of Amer.
3269	Citrus Park Superstore	Citrus Park Cc Llc
3270	Gulfport Micro-Superstore	Ddr Crossroads Center Llc
3274	Lake Charles Micro-Superstore	Wec 99-3 Llc
3281	Rome Superstore	Ddr Southeast Rome Llc
3283	Dothan Superstore	Ddr Southeast Dothan Outparcel, Llc
3284	Hattiesburg Superstore	Sm Newco Hattiesburg, Llc
3285	Mall At Turtle Creek Superstore	Turtle Creek Partners Llc
3289	Merritt Island Mini-Superstore	Galleria Partnership
3302	Palm Desert Superstore	Pru Desert Crossing V, Llc
3304	Tucson Oracle Superstore	Weingarten Realty Investors
3305	Tucson Superstore	K-Gam Broadway Craycroft Llc
3306	Visalia Mini-Superstore	Save Mart Supermarkets
3307	Albuquerque Superstore	Southwestern Albuquerque, L.P.
3309	Newport Beach Superstore	The Irvine Company Llc
3310	Valencia Superstore	Valencia Marketplace I, Llc
3311	Rancho Cucamonga Superstore	Diamond Square Llc
3313	Irvine Superstore	Irvine Company Llc, The
3315	Gateway Superstore	Mayfair - Mdcc Business Trust
3316	Jantzen Beach Superstore	Jantzen Dynamic Corporation
3317	Everett Mini-Superstore	Orion Alliance Group, Llc
3318	Lynwood Superstore	Fglp Company
3319	Bellevue Superstore	Terranomics Crossroads Associates
3321	Tacoma Mall Mini-Superstore	Intergreated Real Estate Services Llc
3322	Chico Mini-Superstore	Chico Crossroads Lp
3323	Washington Green Superstore	Washington Green Tic
3324	Clackamas Superstore	Marco Portland General Partnership
3326	Bellingham Superstore	Meridian Village, Llc
3327	Carmel Mountain Superstore	Pacific Carmel Mountain Holdings Lp
3329	Encinitas Superstore	Encinitas Pfa, Llc
3331	Northside Mini-Superstore	Larry J. Rietz, Mp, Llc

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
3332	Eugene Superstore	Garden City Center
3333	Medford Micro-Superstore	Kimco Pk Llc
3334	Boise Towne Plaza Superstore	Boise Towne Plaza Llc
3336	South Center Superstore	Gladwyne Investors, L.P.
3338	Olympia Superstore	Ddr Southeast Olympia Dst
3339	Westminster Superstore	Excel Westminster Marketplace, Inc.
3340	Colorado Springs Superstore	Cc Springs, Llc
3342	Silverdale Mini-Superstore	Silverdale K-Four
3343	Denver Superstore	Cc-Investors 1997-4
3344	Aurora Superstore	Cole Cc Aurora Co, Llc
3345	Highlands Ranch Superstore	Ddr Southeast Highlands Ranch, Llc
3346	Southwest Plaza Superstore	Ccc Realty, Llc
3347	Lakewood/Homestead Superstore	Ten Pryor Street Building, Ltd.
3348	Boulder Mini-Superstore	Jwc/Loftus Llc
3349	Ogden Superstore	Ddr Family Centers Lp
3350	Sugarhouse Superstore	Cc Investors 1996-10
3351	Fort Union Superstore	Fourels Investment Company, The
3352	Orem Superstore	Boyer Lake Pointe, Lc
3353	Jordan Landing Superstore	Plaza At Jordan Landing Llc
3354	Pearl Ridge Mega-Superstore	Watercress Associates, Lp, Llp
3360	Culver City Superstore	Ddr Southeast Culver City Dst
3361	Glendale Superstore	Alameda Associates
3364	Fullerton Superstore	Orangefair Marketplace, Llc
3365	Henderson Superstore	Hip Stephanie, Llc
3366	Ponce Mall "The City" Superstore	Plaza Las Americas, Inc
3369	San Patricio "The City" Superstore	Caparra Center Associates, S.E.
3372	Aercibo Superstore	Ddr Norte Llc, S.E.
3373	Long Beach Superstore	Cp Venture Two Llc
3375	Roseville Superstore	Kobra Properties
3376	Ft. Collins Mini-Superstore	Generation H One And Two Limited Partnership
3377	Idaho Falls Micro-Superstore	Ammon Properties Lc
3378	Cottonwood Superstore	Cottonwood Phase V Llc
3379	Grand Junction Micro-Superstore	Cc Grand Junction Investors 1998, Llc
3381	Pueblo Micro-Superstore	Eagleridge Associates (Pueblo) Llc
3382	Valley Mall Mini-Superstore	Hanson Industries, Inc.
3390	Thornton Superstore	Site A Llc
3401	Temecula Mini-Superstore	Inland Western Temecula Commons Llc
3403	Port Charlotte Mini-Superstore	Hudson Realty Trust, Hersom Realty Trust Lorimar Realty Trus
3405	Boca Raton Superstore	Uncommon Ltd.
3409	Avenues Superstore	Property Management Support Inc
3418	Sanford Superstore	Wri Seminole Marketplace, Llc
3425	Nw Las Vegas Superstore	Centennial Holdings Llc
3502	Exchange Plaza Superstore	Inland Western San Antonio Hq Ltd Parnership
3504	Corpus Christi Superstore	South Padre Drive L.P.
3505	North Richland Superstore	Krg Market Street Village Lp
3512	Mcallen Superstore	Daniel G. Kamin Mcallen Llc
3513	Brownsville Superstore	Pacific Harbor Equities Ltd Liability Co
3514	Amarillo Superstore	Kir Amarillo L.P.
3516	Southlake Superstore	Inland Western Southlake Corners, Lp
3518	Raleigh Superstore	Plantation Point Development, Llc
3520	Northshore Superstore	Circuit Sports, L.P.
3522	Garland Superstore	Simon Property Group Texas Lp
3525	Wellington Superstore	Cedar Development, Ltd
3527	Silverlake Superstore	Principal Real Estate Holding Co., Llc
3529	Exton Superstore	Main Street At Exton, L.P.
3549	Short Pump Superstore	Short Pump Town Center Llc
3550	Greenville Point Superstore	Ddr-Sau Greenville Point, Llc
3554	Bainbridge Superstore	Bainbridge Shopping Center li Llc
3556	Whitman Square Superstore	Boulevard North Associates, L.P.
3560	Spring Hill Superstore	Coastal Way, Llc
3561	Millenia Mall Superstore	Cameron Group Associates, Llp
3562	Concord Mills Superstore	Concord Mills Limited Partnership
3569	Midtown Miami Superstore	Ddr Miami Ave Llc
3570	Hyattsville Superstore	Prince George'S Station Retail, Llc
3572	Polaris Superstore	Polaris Circuit City Llc
3576	Lake Worth Superstore	Inland Western Lake Worth Towne Crossing

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
3577	Rockwall Superstore	Rockwall Crossing, Ltd
3579	Meyerland Superstore	Meyerland Plaza (De) Llc
3581	Stapleton Superstore	Stapleton North Town, Llc
3582	La Quinta Superstore	Cc La Quinta Llc
3584	New Braunfels Superstore	Sinay Family Llc And Trust
3586	Santa Margarita Superstore	Tis Equities Ix Llc
3587	Bethlehem Superstore	Morris Bethlehem Associates, L.P.
3588	Southpark Meadows Superstore	Inland Western Austin Southpark Meadows Ii Ltd Partnership
3589	Southhaven Superstore	Southhaven Center Ii, Llc
3590	Meriden Superstore	Galileo Northeast, Llc
3591	Warrington Superstore	Village Square I, L.P.
3592	Colony Place Superstore	Colony Place Plaza, Llc
3595	Waterford Lakes Superstore	Deno P Dikeou
3597	Apex Superstore	Ddr/1St Carolina Crossings South, Llc
3599	South Bay Superstore	E&A Northeast Limited Partnership
3601	North Attleboro Superstore	North Attleboro Marketplace Ii, L.L.C.
3602	Millbury Superstore	Route 146 Millbury Llc
3603	Ann Arbor Mini-Superstore	Amcap Arborland Llc
3614	Sawmill Mini-Superstore	Plazamill Limited Partnership
3615	Easton Superstore	Cc-Investors 1997-12
3616	Brice Superstore	Benenson Columbus - Oh Trust
3617	West Mifflin (Century) Superstore	Inland Western West Mifflin Century Iii Dst
3618	Monroeville Superstore	Wmi/Mpi Business Trust
3619	Ross Park Superstore	Cofal Partners, L.P.
3622	Fields-Ertel Road Superstore	Hartman 1995 Ohio Property Trust
3624	Northtown Superstore	Bl-Ntv I, Llc
3625	Schererville Superstore	The Shoppes At Schererville, Llc
3626	Niles Superstore	Howland Commons Partnership
3627	Arundel Mills Superstore	Arundel Mills Marketplace Limited Partnership
3628	Frederick Mini-Superstore	Cc Frederick 98, L.L.C.
3629	Boardman Superstore	Bond-Circuit V Delaware Business Trust
3632	Grand Rapids Superstore	Bg Walker, Llc
3633	28Th Street Superstore	Wilmington Trust Company
3634	Kalamazoo Superstore	Southland Acquisitions, Llc
3638	Hagerstown Superstore	Washington Re Investment Trust
3639	Oyster Point Superstore	Lea Company
3640	Greenbrier Superstore	Crossways Financial Associates, Llc
3641	Keene Superstore	Mb Keene Monadnock, L.L.C.
3645	Laredo Superstore	Laredo/Mdn Ii Limited Partnership
3648	Augusta Marketplace Mini-Superstore	Interstate Augusta Properties, Llc
3654	Appleton Superstore	Wec 96D Appleton-1 Investment Trust
3659	Leesburg Superstore	Battlefield Fe Limited Partnership
3662	Trumbull Superstore	Trumbull Shopping Center #2 Llc
3663	Gateway Mini-Superstore	Gateway Center Properties Iii, Llc
3664	Atlantic Center Mini-Superstore	Atlantic Center Fort Greene Associates, L.P.
3666	Parkersburg Mini-Superstore	601 Plaza, L.L.C.
3668	Danbury Mini-Superstore	Forecast Danbury Limited Partnership
3669	East Brunswick Superstore	Vornado Finance, L.L.C.
3670	Eatontown Superstore	36 Monmouth Plaza Llc
3672	Westbury Super Superstore	W&S Associates, L.P.
3674	Hicksville Superstore	Ricmac Equities Corp
3675	Greeley Superstore	Greeley Shopping Center, Llc
3677	Lady Lake Superstore	Trmw Weltfonds Rolling Acres Plaza
3679	Union Square Superstore	Otr
3680	80Th & Broadway Mini-Superstore	Friedland, Lawrence And Melvin
3682	Middletown Mini-Superstore	Cc-Investors 1997-10
3684	Paramus Superstore	Faber Bros., Inc
3686	Rego Park/Queens Superstore	Alexander'S Of Rego Park Center, Inc.
3687	Ledgewood Mini-Superstore	Acadia Realty Limited Partnership
3688	Bergen Superstore	Fc Treeco Columbia Park, Llc
3689	Somerville Superstore	Enid Two, L.L.C.
3690	Norwalk Superstore	444 Connecticut Avenue Llc
3691	Staten Island Superstore	Fc Richmond Associates, L.P.
3692	Bricktown Mini-Superstore	Brick 70, Llc
3693	Union Superstore	Ddr Southeast Union, L.L.C.
3694	Valley Stream Mini-Superstore	Green Acres Mall, Llc

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
3695	Wayne Superstore	Star Universal, L.L.C.
3696	White Plains Superstore	Lc White Plains Retail, L.L.C.
3697	Whitestone Superstore	Whitestone Development Partners A, Lp
3698	Woodbridge Superstore	Fc Woodbridge Crossing, Llc
3699	Yonkers Superstore	Aac Cross County Leasehold Owner, Llc
3700	Cortlandt Mini-Superstore	Cortlandt B., L.L.C.
3701	Ft. Wayne Mini-Superstore	Coldwater Development, L.L.C
3702	Terre Haute Micro-Superstore	Northern Trust Bank Of California N.A.
3706	Harrisburg East Superstore	Prgl Paxton, L.P.
3707	Lancaster Superstore	Red Rose Commons Condominium Association
3708	York Superstore	Meadowbrook Village Limited Partnership
3710	Robinson Mini-Superstore	Stor-All New Orleans, L.L.C
3711	Muskegon Superstore	Heritage-Lakes Crossing, Llc
3713	Holland Micro-Superstore	Geenen Dekock Properties, L.L.C.
3720	Harrisburg West Superstore	Bond-Circuit Ix Delaware Business Trust
3721	Sterling Superstore	Potomac Run, Llc
3724	Saugus Superstore	Saugus Plaza Associates
3725	Dover "The City" Superstore	Cohab Realty Llc
3731	Bay Ridge Superstore	502-12 86Th Street, Llc
3732	Williston Mini-Superstore	Taft Corners Associates, Inc.
3736	Puyallup Superstore	The Cafaro Northwest Partnership
3738	Vineland Superstore	Goodmill, Llc
3742	Clarksburg Micro-Superstore	Thf Clarksburg Development One
3743	Maple Grove Superstore	Kimco Arbor Lakes S.C., Llc
3744	Erie Mini-Superstore	Gs Erie Llc
3746	Johnstown Superstore	Richland Town Centre, Llc
3752	Va Center Commons Superstore	Ddrtc Creeks At Virginia Center Llc
3754	Kennewick Superstore	Karns Real Estate Holdings Ii, Llc
3764	Phillipsburg Superstore	Inland Us Management, Llc
3767	Brentwood Superstore	Pace-Brentwood Partners, L.L.C
3768	Leominster Superstore	Walton Whitney Investors V, L.L.C.
3769	Concord Superstore	Ggp-Steeplegate, Inc.
3770	Taunton Superstore	Cole Cc Taunton Ma, Llc
3771	Folsom	Broadstone Crossing Llc
3779	Enfield Superstore	Galileo Freshwater/Statelne, Llc
3780	Hamburg Superstore	Sir Barton Place, Llc
3783	Plymouth Meeting Superstore	Dowel Conshohocken Llc
3792	Mchenry Superstore	Advance Real Estate Management, Llc
3797	Grandville Marketplace Superstore	Ddr Mdt Grandville Marketplace Llc
3810	Harlingen Tx Superstore	Mall At Valle Vista, Llc
3815	Katy Mills "The City" Superstore	Katy Mills Mall Limited Partnership
3831	Market Square Shopping Center (Former St. 03155)	700 Jefferson Road Ii, Llc
3832	Township Marketplace Superstore	Ddr Mdt Monaca Township Marketplace Llc
3844	Fairfax "The City"	Ddr Mdt Fairfax Towne Center Llc
3845	Deptford Landing Superstore	Aig Baker Deptford, L.L.C.
3846	East Chase Superstore	Eastchase Market Center, Llc
3847	Midtown Village Superstore	Carlyle-Cypress Tuscaloosa I, Llc
3848	Boranda Superstore	T And T Enterprises Lp
3849	Norridge Commons Superstore	Irving Harlem Venture, Limited Partnership
3850	Promenade "The City" Superstore	Fc Janes Park, Llc
3852	Keizer Station "The City" Superstore	Donahue Schriber Realty Group, L.P
3853	Target Center Superstore	Knoxville Levcal Llc
3854	Parkdale Superstore	Parkdale Mall Associates Lp
3855	Sun Land Superstore	Cdb Falcon Sunland Plaza Lp
3856	Baybrook Superstore	Np/Ssp Baybrook, L.L.C.
3857	Deerbrook "The City" Superstore	Deerbrook Anchor Acquisition Llc
3858	San Antonio " The City"	Swq 35/Forum, Ltd
3859	Ashwaubenon Superstore	Palmetto Investors, Llc
3862	Brockton Superstore	Ray Mucci'S, Inc.
3878	Brea "The City"	Fw Ca Brea Marketplace Llc
3882	Kileen Tx -Superstore	Market Heights, Ltd
3883	Lycoming Crossing (Former Store 1630)	Viwy, L.P.
4101	Montgomeryville Superstore	Circuit Pa Corporation
4105	Dickson City Mini-Superstore	Centro Properties Group
4106	Wilkes-Barre Superstore	Vno Mundy Street Llc
4110	Danvers Superstore	4 Newbury Danvers Llc

Exhibit 3: March Leases

Store #	Location Name	Landlord Name
4111	Somerville Superstore	I-93 Somerville Llc
4112	Burlington Superstore	Daniel G. Kamin Burlington Llc
4113	Seekonk Superstore	Seekonk Equities Inc
4114	Cranston Superstore	Gateway Woodside, Inc.
4115	Nashua Superstore	Dicker/Warmington Properties
4116	Portsmouth Superstore	Dicker/Warmington Properties
4119	Braintree Superstore	Briantree Property Assoc Limited Partnership
4120	Salem Superstore	Trustees Of Salem Rockingham, Llc
4121	Natick Superstore	Baker Natick Promenade Llc
4122	Hanover Mini-Superstore	Walton Hanover Investors V, Llc
4123	Dartmouth Mini-Superstore	Dartmouth Marketplace Associates
4124	Manchester Superstore	Dicker/Warmington Properties
4130	Kissimmee Superstore	Loop West, Llc
4131	Manteca Superstore	Manteca Stadium Park Lp
4132	Turlock Superstore	Monte Vista Crossings, Llc
4134	Towson "The City" Superstore	Towson Vf Llc
4136	Pine Island Superstore	Nap Northpoint Llc
4139	Signal Hill Superstore	Signal Hill Gateway Llc
4143	Gloucester Superstore	Town Square Plaza
4144	Chambersburg Superstore	Chambersburg Crossing, Lp
4147	Knoxville Tn - Micro	Hamilton Crossing I L.L.C.
4150	Pasadena Superstore	Fairway Centre Associates, L.P.
4176	Monrovia Superstore "The City"	Monrovia Marketplace Llc
4179	Vacaville	Tkg Coffee Tree Lp
4201	Melbourne Superstore	Melbourne-Jcp Associates, Ltd
4202	Norfolk "The City" Superstore	Janaf Crossings, Llc
4212	5Th Avenue "The City" Superstore	Green 521 5Th Avenue, Llc
4232	Fort Myers Cypress Lakes "The City"	Colonial Square Associates, Llc
4233	Sebring Superstore	Sebring Retail Associates, L.L.C.
4242	Rossmoor Center Superstore	Rossmoor Shops Llc
4247	Denton Superstore	Panattoni Development Co., Llc
4249	Port Arthur Superstore	Port Arthur Holdings Iii, Ltd.
4256	Mt. Pleasant Superstore	Developers Diversified Realty Corporation
4261	Southern Tier Crossings Superstore	Ddr Horseheads Llc
4271	Foxboro Superstore	Npp Development, Llc
4272	Amherst Superstore	Berkshire-Amherst, Llc
4275	Sarasota Fl "The City"	Rb-3 Associates
4276	Port St Lucie "The City"	Benderson Properties & Donald Robinson
4302	Eastridge Superstore	Eastridge Shopping Center L.L.C.
4305	Burbank Superstore	Burbank Mall Associates, Llc
4307	Prattville Superstore	Prattcenter, Llc
4308	Westbank Superstore	Team Retail Westbank, Ltd
4313	La Habra	La Habra Imperial Llc
4317	Power And Barnes Superstore	Barnes And Powers North Llc
4320	Cleveland "The City" Superstore	Cleveland Towne Center Llc
4321	Richmond White Oak Superstore	Forest City Commercial Group, Llc
4336	Torrington "The City" Superstore	Torrington Triplets Llc
4502	Lewisville Superstore	Inland Western Lewisville Lakepointe Ltd Ptrsp
4503	Loop 410 Superstore	Bb-Lincoln-Us-Properties, L.P.
4505	Little Rock 2 West Superstore	Cci Trust 1994-I; Lloyd Draper - Trustee
4506	North Little Rock Superstore	Cci Trust 1994-I; Lloyd Draper - Trustee
4507	Santa Cruz Mini-Superstore	Redtree Properties, L.P.
4508	El Paso East Superstore	A.D.D. Holdings, L.P.
4510	Lubbock Superstore	M & M Berman Enterprises
9103	Circuit City Corporate Headquarters (Dr3)	Inland Western Richmond Mayland, Llc
9180	Chicago Division Office (#0051)	Meacham Business Center, L.L.C.
00335B	Brandywine Parking Lot Lease	Accent Homes, Inc
00406A	Pasadena Roadshop/Parking Lot	Rossiter, Ronald D. & Barbara M.
00830A	Winston-Salem (Add'l Land)	W/S Stratford, Llc
03202A	Gainesville Sign	Gainesville Outdoor Advertising, Inc.
03682A	Middletown Sign Lease	Barberio, Janet
03754A	Kennewick Sign	Signco Inc.

Exhibit B-3

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA

IN RE: . Case No. 08-35653 (KRH)
. .
CIRCUIT CITY STORES, . 701 East Broad Street
INC., . Richmond, VA 23219
. .
Debtor. . February 13, 2009
. . 11:57 a.m.
.

TRANSCRIPT OF EXCERPTED PORTION OF MOTION HEARING
AGENDA ITEM 30 ONLY
BEFORE HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

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1 (The following is the requested excerpted portion of the
2 proceedings)

3 MR. GALARDI: Good afternoon, Your Honor.

4 THE COURT: Good afternoon.

5 MR. GALARDI: For the record, Gregg Galardi on behalf
6 of the debtors. Your Honor, we had -- while Your Honor was
7 conducting the hearing, and I know we were a little too noisy,
8 so I apologize for that -- we met with the landlords, and I
9 believe we have resolved all of the issues with respect to the
10 lease procedures. I will read in the modifications that we
11 will then embody in an order and submit to Your Honor.

12 Your Honor, we had asked for a number of dates when
13 we filed this motion. I guess the good news to report to Your
14 Honor is the going-out-of-business sales are going much faster
15 and better than we had originally thought would happen with
16 this motion, so the bad news is that we may be out of leases
17 sooner and need auction procedures on a much more expedited
18 basis. We expressed those concerns and the landlords have --
19 who are here today, worked with us on a particular schedule
20 given what Your Honor has offered us as court dates.

21 So, I'll start with what our general procedure would
22 be, and we've advised DJM who is our lease auctioner of this --
23 these procedures, which I think satisfies the landlords,
24 although it's never particularly endorsed they will live with
25 the following.

1 Your Honor, we start backwards. Your Honor has a
2 March 13th date available for us. I think we have asked for
3 that. If we could have a sale hearing with respect to leases
4 that we do, in fact, get bids on for the March 13th, we would
5 start with that date as the general procedure. Right now, Your
6 Honor, we have 45 leases that we have advised parties that
7 might be subject to procedures. Today we are going to file a
8 motion rejecting 42 of those, so there's really only three that
9 we know today may have bids. We'll talk about that, but that
10 leaves roughly 540 properties.

11 So, our idea is to file a motion -- to file under
12 these procedures, to set a sale hearing for any of those
13 leases, the 540 that we do get bids on for the 13th of March.
14 What we did then was back, back from that date to a suggested
15 auction date of March 10th with respect to any properties that
16 we get bids on, and we are asking that all bids for all of
17 those properties -- and again, I'm referring to the 540 that
18 have not yet been noticed out -- all bids for those properties
19 to be received by 4 p.m. on March 5th, which is a Thursday.

20 What we then agreed with the landlords to do is that
21 upon receipt of those bids which require the production by the
22 bidder of adequate protection -- adequate assurance
23 information, we would then turn over with respect to the
24 landlords on those properties after that 4 p.m. deadline so
25 they could get it on the 6th, which is a Friday, a business

1 day, the adequate assurance information that we have, in fact,
2 received from the bidders. The idea then being is by the 6th
3 they would have it, at the very latest, to review with their
4 clients, which gives them the full week, seven days, to
5 determine whether or not they want to object to adequate
6 assurance on the hearing on the 13th.

7 That'll be our standard for every one of the leases.
8 We also agreed that once we get a bid on the property on the
9 5th, that by noon on the following day, which is the 6th, we
10 would then post on a website the cure amount that we would
11 associate with those leases that we believe are being bid upon
12 so that way we don't have to put out 500 cure amounts only to
13 have landlords object to that. We would prefer to just wait
14 'til we get the bids and then, they would have the right to
15 object to the curers, the adequate assurance or any other
16 matters that they see fit.

17 Your Honor, again, this goes to Your Honor's
18 schedule. The debtors have no objection for them to raise
19 objections up to the commencement of the hearing. We're not
20 concerned about that. But, we strongly would advise that they
21 do so in writing if they wanted to put something in front of
22 Your Honor. I don't know if that's acceptable to Your Honor.
23 But, given this time frame, we were comfortable that if we're
24 going to have a contested sale hearing on the 13th that we saw
25 it as not inappropriate for us to say, bring your objections

1 in, we'll deal with them as we've done in this court before.
2 Again, it's really if Your Honor wants a writing, it would be
3 up to Your Honor, and we've suggested that any landlord put a
4 writing.

5 We would think that at the conclusion of the auction
6 on the 10th, they may be very able to write an objection on the
7 11th, or a preliminary objection or whatever they see fit.
8 But, we have no objection to letting them file or come in and
9 object on the 13th, but we defer to Your Honor on whether
10 you're prepared to do that.

11 THE COURT: That would be acceptable to the Court. I
12 prefer to have things in writing. I do read or try to read
13 everything that -- on these hearings and that helped to be
14 prepared. So, it would be beneficial if they get it in, but
15 not required.

16 MR. GALARDI: Right. And, Your Honor, if this was a
17 different environment with the 540, we would have said we might
18 have had five hundred and forty. It think the estimate is
19 probably 50 of those will be sold. So, I think we were just
20 balancing the realty of the circumstance, obviously. With
21 that, would be our standard procedure, Your Honor, as you may
22 also recall.

23 So, then we had the concern of, we are in the month
24 of February, and as I mentioned the store-closing sales are
25 going quicker than, perhaps, originally anticipated. Under the

1 agency agreement, landlords can give us up to ten-days notice
2 of an intent to terminate from a lease. They also have a
3 requirement that if they're in for a day and a month, they're
4 in for seven. With that sort of knowledge, what we suggested
5 to the landlords is, by our calculation, we could get a notice
6 as late as February 18th of additional properties to the 45
7 already out there, that the agency agreement may allow to be
8 put back to us by the end of February.

9 To give you an idea of the scope of the daily rent,
10 our rough calculation is, it's roughly \$850,000 a day for rent.
11 So, we had an urgency to be able to vacate the premises within
12 that ten-day period. So, what we agreed with the landlords is
13 that although the standard date for bids will be that March 5th
14 date, when we receive a notice from the agent, if we do receive
15 a notice, that they're going to be out by the end of February.

16 We would then -- and that really goes to between now
17 and February 18th -- those properties we would notify the
18 landlords and we would notify bidders, which we've already --
19 DJM has already done to the extent they've been talking to the
20 bidders, of a bid deadline of February 24th, an auction of
21 February 26th, those dates strategically taken so that if we
22 didn't have any bids, we could vacate the premises by the end
23 of February and not pay March rent, and come back and use Your
24 Honor's March 3rd date for a sale hearing.

25 And the landlords agreed to that. Again, that's a

1 little bit even shorter on adequate assurance. Given the
2 shortness of time of the adequate assurance fights that we
3 could have, then we agreed that all parties' rights, the
4 landlords' rights to raise that the notice is just too short at
5 the sale hearing and that they need more time is preserved, and
6 my right to try to go forward is preserved, but hopefully,
7 we'll consensually resolve that. And that would apply both at
8 the March 13th date, as well as the March 3rd date, but so far
9 we've been able to resolve most issues with the landlords. So,
10 we feel comfortable with that schedule.

11 Your Honor, as I mentioned already, both with respect
12 to the bid date of March 5th and the bid date of February 24th,
13 the obligation will be the same to distribute whatever adequate
14 assurance information we receive with the bid to the landlords
15 on that evening. Both bid deadlines will be 4 p.m., so we
16 still have an hour of the business date, plus a little time,
17 and both of those fall on the next day, would be a business
18 day, so we think we can get the landlords the information, so
19 they can discuss it with their client on a business day.

20 Additionally, both with respect to both bid
21 deadlines, we would have a noon deadline the following day so
22 either March 6th or February 25th to post cures with respect to
23 any bids that we do receive so that landlords and other parties
24 can decide what the cure amounts and whether to object to those
25 grounds -- on those grounds.

1 Your Honor, we've also agreed there's been something
2 in the papers, and we've agreed that the minimum bid for any
3 property, whether it be by a landlord or it be by a third party
4 will be the cure amount of a lease, as determined by the Court,
5 not necessarily what's in our piece of paper, because there may
6 be additional causes -- claims that the landlords may have for
7 cure, but a minimum bid for both landlords wanting to bid by
8 the bid deadline and third parties will be the cure amount as
9 ultimately determined by the Court. And we would think that we
10 should receive bids in excess of that, but that was a landlord
11 issue.

12 Your Honor, we are not going to put into the bid
13 procedures that landlords could show up at the auction and make
14 defensive bids, but we understand our fiduciary obligation that
15 if they do and they put more money than a minimum cure bid, we
16 will, obviously, consider it at the auction. But, we're not
17 going to insist that they can absolutely have a defensive bid.
18 Landlords will be entitled to appear at the auction on the
19 dates with respect to their properties. And they can decide
20 whether they'd want to bid at that point, and we will, in the
21 fiduciary obligation and consultation with the committee,
22 determine whether we would want to accept a bid at that point.
23 But, if we're talking cash, cash is usually a good reason to
24 exercise your fiduciary out.

25 Your Honor, with respect to the cure amounts, what

1 we've also agreed is if we get to that sale hearing, that the
2 first sale hearing will be a scheduling conference with respect
3 to disputed cure amounts. If we say it's X, and they say it's
4 X plus ten, we'll set that ~~for~~ hearing on the disputed amount,
5 but the idea would be that upon assumption and assignment,
6 undisputed cure amounts would be paid over to the landlords.

7 Your Honor, although we've asked sort of a -- we may
8 have asked in our motion, or did ask in our motion, for a
9 determination now that the ten-day stay period be waived, we
10 would -- we're not asking for that now, we would take that
11 issue up when we have a sale hearing.

12 Your Honor, I will quote what I was asked to say. I
13 am not asking to proceed with backup bidders at this time, so
14 we'll deal with that at a sale hearing, should we do it after
15 consultation, so the order that we will put in doesn't say that
16 we can hold a second bidder out there. Landlords were
17 concerned about showing up adequate assurance on two bidders
18 and how we do that. In this instance, we will for now, just
19 take that out, we're not seeking to do that.

20 Your Honor, to facilitate, our bar date notice went
21 out without the landlords having to file rejection damage
22 claims, or they had to file a 30 -- we've talked about whether
23 it's 30 days after the effective date of rejection or some
24 other time. What we've agreed to is that the bar date for
25 landlords subject to this motion, which is essentially that 576

1 properties will be one single bar date of April 30th, 2009 to
2 file proofs of claim for rejection damages. We think this
3 whole process will be done by March 31st, which is the sale
4 closing date on the agency agreement. We're running the
5 auctions, so all of the lease determinations, assumptions and
6 rejections should be done at least 30 days prior to that period
7 of time. The landlords agreed that that would be an acceptable
8 date.

9 Your Honor, with respect to the rejection, we've also
10 agreed to use commercially reasonable efforts to give them a
11 data that oftentimes they need or wish to have as soon as the
12 lease is rejected. Again, we are not saying that this is a
13 condition for us to come in and say that the property has been
14 surrendered, but that we would try to cooperate.

15 For example, the utility account numbers, the
16 security account, you know, the locksmith, the lock numbers.
17 To give a sheet of paper, I guess, it's a data sheet or a
18 spreadsheet of that kind of information to the extent we can
19 assemble it and give it at the time of rejection -- and
20 obviously, the further our rejection is, the better we'll be at
21 this -- but, to the extent we can get that, we intend to
22 include it in that notice of rejection that we have as a
23 five-day notice.

24 But, again, that cannot be used against us to say we
25 didn't surrender for failure to give all that information. We

1 can have those disputes. I'm not trying to prejudice their
2 case. But, we did agree that we would try to cooperate and
3 provide them with that information. If I think I have -- that
4 resolves all of the objections. My understanding is to the
5 lease sale and rejection procedures, Your Honor, we would
6 modify the order, and I don't know if there's a landlord
7 counsel that needed a further clarification, but I thought --

8 THE COURT: All right. Any party wish to be heard?

9 MR. LeHANE: Good afternoon, Your Honor, Robert
10 LeHane, Kelley, Drye and Warren, counsel for approximately 80
11 locations, developers, (indiscernible) and several other
12 landlords. As you can tell from Mr. Galardi's list, we
13 accomplished a great deal, and we really are grateful for the
14 Court's time, grateful for Mr. Galardi's cooperation and the
15 debtor in working through a variety of these issues that were
16 all addressed in the various landlord objections that were
17 filed.

18 I also apologize if any of the noise from our
19 discussions bled out into the courtroom, but it was very
20 productive time, well spent.

21 A few very minor points that are on the rejection
22 notice that we discussed, the rejection notice that was
23 attached to the order included some language to the effect that
24 landlords would not be entitled to claims under 503(b) with
25 respect to abandoned property. We're not asserting that they

1 are or are not, but the debtor has agreed to strike that
2 language from the rejection notice.

3 There was also some language with respect to the
4 extent to which property is abandoned and the landlords may
5 dispose of that limiting the right to do so with respect to
6 only parties that had received notices. We were going to
7 clarify that to, if there's property in the premises, it's
8 abandoned, landlords can disclose of it free and clear of
9 liability to any third parties, whatsoever. And those were the
10 very slight modifications to the rejection notices that I
11 believe were not put on the record.

12 Again, thank you to the Court for -- and to
13 Mr. Galardi for his efforts working these out. We understand
14 that there is a great deal at stake in minimizing the expenses
15 to the estate, and that the timing with respect to when these
16 properties would be coming back from the liquidators has moved
17 around, and we believe this is probably the best possible
18 schedule for all parties. Thank you.

19 THE COURT: Thank you.

20 MR. GALARDI: And Mr. LeHane's comments on the
21 notice, we did agree to that, for the record, Your Honor.

22 THE COURT: All right. Thank you, Mr. Galardi.

23 MR. GOLD: Your Honor, Ivan Gold for a number of
24 landlords. Mine are all located in California. I'd just like
25 to join in Mr. LeHane's comments, but in particularly, the only

1 reason I rise is to thank Mr. Galardi for his flexibility this
2 morning. We have a lot of issues to work out, bit of a moving
3 target caused by the liquidators' acceleration of the schedule,
4 and again, while this schedule's not perfect, I think, for any
5 party, and we will have to stay flexible and continue to engage
6 each other, it does represent, you know, our best efforts to be
7 able to put something together. And I thank the Court for the
8 time and the brief, perhaps the noisy imposition, but we did
9 get a lot done and covered a lot of mileage this morning.

10 Thank you.

11 THE COURT: Thank you, Mr. Gold.

12 MR. GRAY: Good afternoon, Your Honor, William Gray
13 for a number of landlord clients. I speak here, now, for T.J.
14 Maxx, which is a subtenant, and I think one issue that
15 Mr. Galardi forgot is that the motion seeks to a sale free and
16 clear of all liens or interests. He's agreed that any
17 subtenant interest would be reserved for the final hearing.
18 Any interest on the ability to sale free and clear of that
19 interest or we believe adequate protection of that interest.

20 THE COURT: All right.

21 MR. GALARDI: And that's correct, Your Honor. Our
22 simple idea is either that sublease will be rejected on the
23 date of the assignment or they'll be able to assert some sort
24 of interest and property, and we'll deal with that at the sale
25 hearing.

1 THE COURT: Very good. Thank you, Mr. Gray.

2 MS. ENGLISH: Hello, Your Honor, my name is Caroline
3 English. I'm with Arent Fox, and we represent 13630 Victory
4 Boulevard, LLC. I have nothing substantive. I just wanted to
5 note my appearance. We filed our objection late yesterday and
6 didn't get on the agenda.

7 THE COURT: All right. Thank you.

8 MS. ENGLISH: Thank you.

9 MR. BERTHELOT: Good afternoon, Your Honor, Beau
10 Berthelot on behalf of TSA Stores. I have nothing substantive,
11 just to note my appearance for the record and that we reserve
12 the rights as stated by Mr. Gray.

13 THE COURT: All right. Thank you.

14 MR. BERTHELOT: Thank you, Your Honor.

15 MR. SAVENKO: Good afternoon, Your Honor, Troy
16 Savenko on behalf of AmREIT, a Texas real estate investment
17 trust. Same thing. Just wanted to note my appearance for the
18 record, as my client came in late last night, and we just filed
19 a joinder to the objections, but the resolutions are
20 acceptable. Thank you.

21 THE COURT: Okay, very good. Thank you.

22 MR. SILVERMAN: Your Honor, Jesse Silverman for the
23 Mesurage (phonetic) Company and other landlords. We filed an
24 objection, and I just wanted to note my appearance for the
25 record, and also to preserve our objections raised as to

1 adequate assurance and some other issues that will come up in
2 the context of an actual sale of any of these leases.

3 THE COURT: All right. Thank you. Mr. Galardi, you
4 obviously did a very good job of reciting everything that you
5 all had agreed to, and I applaud your good work in getting all
6 of these issues resolved.

7 MR. GALARDI: Thank you, Your Honor. What we would
8 intend to do is modify the notice, let Mr. LeHane say that,
9 modify the order, circulate it -- again, two members of the
10 cabal are here -- to the parties and submit the order as soon
11 as possible to proceed on that schedule.

12 THE COURT: All right. Very good. How quickly do
13 you need -- do you need that order in today?

14 MR. GALARDI: I think the dates are already fixed in
15 the process for DJM, and so I think we're okay if it gets --
16 Monday, I guess, is a holiday, so Tuesday if we can get it to
17 Your Honor before then, that's fine, I think I'm back here
18 Tuesday anyway on a DIP motion, so we'll have it to you by
19 Tuesday. If I can do it by the end of this afternoon, that's
20 fine, but I think people are trying to catch flights again.

21 THE COURT: All right. Very good. Is there any
22 other business we need to take up today?

23 UNIDENTIFIED ATTORNEY: Not that I know.

24 THE COURT: Thank you.

25 ATTORNEYS: Thank you.

1 COURTROOM DEPUTY: All rise. The court is now
2 adjourned.

3 * * * * *

4 C E R T I F I C A T I O N

5 I, FELICIA HUTH, court approved transcriber,
6 certify that the foregoing is a correct transcript from
7 the official electronic sound recording of the proceedings
8 in the above-entitled matter, and to the best of my
9 ability.

10

11 /s/ Felicia Huth

12 FELICIA HUTH

13 J&J COURT TRANSCRIBERS, INC. DATE: December 1, 2011

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Exhibit B-4

Exhibit(s) Page 60 of 68

will work out
"high class
2 bidder problem"
will work out
"high class
2 bidder problem"
will work out
"high class
2 bidder problem"
will work out
"high class
2 bidder problem"

1st bid's
Feb 18th) notice) 25th
feet ad
which large ad info
accelerate w/aut
asking
26th

objection deadline
up to heavy
March 3rd date

26th

Everyone has to bid one amount on
one item by car

Schubert takes subject to probably vegetatively

→ Cleared request
of ad�egnat fiscal
requested at
earlier

put over to sale being

Backing Bidder issues

↳ not ask authentication
as to how to proceed w/ backing
bidders LL reserve's
objection to the procedures

~~set~~ disputed amounts side hearings with operators
as scheduling conferences

Simplified Bar Dates
~~that April 30 done~~

Rejection Notice beginning
about abandoned property not
admitting claim is out

Notice...

System Information Package

Sworn property information

(commercially reasonable efforts)

"No" Broomeclan in order

↳ contain complaint on
case by case basis

16B8 Possible
3226 bids
3530 1st February 56000
of them

not a single review
10 no. 36s

- all
- ashley
- sed steve
[initials]

preservation
of rights to object/oppose
sale of leases free & clear

Initial Lease Procedure Motion
On record Dates

95 Feb leases

410 proposed
March 5th
Leases bids fast 10th
due 4pm
ad ass info due
12pm month
6th post
post cure amount

13th
Sale
Heavy - raise
objections
by tel
verbally
written

Asst 10. by phone
Feb 18th 24th 25th
notice bids due late 26th
acquitted post auction
bid price ad ass info by
12pm 25th

March
3rd
Sale
Heavy

- written
objections
due not
required
by 13th

min bid is the core amount as
determined by court.

~~with~~

core amounts 1st Sale hearing 13
conference

10 of
watersting to take ~~will be taken~~ by at
Sale hearing

Bar Date 30, 2009
April

- commercially reasonable efforts to
provide "data" before leases or ~~standard~~
rejection

Exhibit B-5

Current Projects and Their Status

As of March 11, 2009

Matter

Client





Sacco of Maine, LLC

Circuit City Bankr.

Lease Rejection Date - February 23, 2009

Submit unsecured claim for the 1st 10 days of November, 08 and any other outstanding taxes and charges owed by Circuit City by the end of January
Email Folarin about payment of administrative expenses for real estate taxes
Draft proof of claim
Proof of Claim due on April 30th

Niles

Circuit City Bankr.

Confirmation of receipt of claim on Jan. 30th before 5pm west coast time

TSA Stores

Circuit City Bankr.

Proof of Claim due on April 30th.